



Order Filed on December 15, 2021  
by Clerk  
U.S. Bankruptcy Court  
District of New Jersey

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004

**McMANIMON, SCOTLAND & BAUMANN, LLC**

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*Attorneys for Thomas J. Orr, Chapter 7 Trustee*

In re:

**CAROLYN E. BROWN,**

Debtor.

Case No. 20-20921 (CMG)

Chapter 7

Honorable Christine M. Gravelle, U.S.B.J.

**ORDER AUTHORIZING THE SALE OF SHARES  
AND GRANTING RELATED RELIEF**

The relief set forth on the following pages numbered two (2) through three (3) is hereby  
**ORDERED.**

**DATED: December 15, 2021**

A handwritten signature in cursive script, reading "Christine M. Gravelle".  
\_\_\_\_\_  
Honorable Christine M. Gravelle  
United States Bankruptcy Judge

Debtor: Carolyn E. Brown  
Case No. 20-20921 (CMG)  
Caption of Order: Order Authorizing the Sale of Shares and Granting Related Relief

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**THIS MATTER**, having been presented to the Court by Thomas J. Orr, the Chapter 7 Trustee (the “**Trustee**”) for Carolyn E. Brown, Chapter 7 debtor (“**Debtor**”), by and through his counsel, McManimon, Scotland & Baumann, LLC, upon the filing of a motion (the “**Motion**”) for an order authorizing the sale of 600 shares (the “**600 Shares**”) in Brown’s Heating & Cooling, Inc. (the “**Company**” or “**Buyer**”); due and proper notice of the Motion and related matters before the Court in this case having been given; and the Court having considered the moving papers and opposition thereto filed by Raymond Dietrich (“**Dietrich**”) and having heard and considered oral argument; and finding that good and sufficient cause exist for the granting of the relief as set forth herein; and for the reasons set forth on the record,

**IT IS HEREBY ORDERED AS FOLLOWS:**

1. The Motion is **GRANTED as set forth herein**.
2. The sale of the Trustee’s right, title, and interest in the 600 Shares to the Company free and clear of liens, claims and encumbrances (subject to those restrictions set forth in the Shareholders Agreement and applicable state law) is hereby approved pursuant to 11 U.S.C. §§ 363(b), (f)(1), and (m).
3. Payment to the Trustee for the 600 Shares will be made in accordance with the provisions of Article VIII, Paragraph 3, Section (f)(2) of the July 1, 2010, Shareholder Agreement, incorporated herein by reference, and providing as follows:

f. General Closing; Payment Terms.

The following provisions shall govern the Closing of any transfer of Shares of the Corporation except where, and to the extent, that the preceding provisions which apply to such transfer provide otherwise:

\* \* \*

Debtor: Carolyn E. Brown  
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(2) Down Payment; Minimum Payment

Simultaneously with the delivery of the Shares subject to transfer, the Corporation shall deliver to such Shareholder, or such Shareholder's representative, a certified or bank check to the order of the Shareholder or the estate of the deceased Shareholder if applicable, in an amount equal to the lesser of: (i) Twenty Five Percent (25%) of the Purchase Price of the Shares being purchased; (ii) or FIFTY THOUSAND Dollars (\$50,000). The Corporation or Shareholders purchasing such Shares shall pay the balance of the Purchase Prices in equal quarterly installments over the following period:

\* \* \*

(b) In the event of the death of a Shareholder, a Seven (7) year period. Such period shall commence on the first business day of the first full calendar Quarter beginning after the date on which the Closing takes place. No such installment payment shall be less than Two Thousand Dollars (\$2,000).

As determined by the aforesaid schedule, the first quarterly payment of \$8,928.57 will be due January 1, 2022, with each subsequent installment payment due the first business day of each quarter.

4. The Trustee is hereby authorized to execute such necessary and appropriate documents to effectuate the aforesaid sale of the 600 Shares.

5. The Court retains jurisdiction over the parties and this matter for, *inter alia*, purposes of enforcing this order and otherwise implementing the sale. Except for the validity and implementing of the sale, all issues between the Company and Dietrich not otherwise dealt with in this Order may be addressed in the New Jersey Superior Court.

In re:  
Carolyn E. Brown  
Debtor

Case No. 20-20921-CMG  
Chapter 7

## CERTIFICATE OF NOTICE

District/off: 0312-3  
Date Rcvd: Dec 15, 2021

User: admin  
Form ID: pdf903

Page 1 of 2  
Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
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+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 17, 2021:

Recip ID	Recipient Name and Address
db	+ Carolyn E. Brown, 88 Birch Ave, Little Silver, NJ 07739-1107

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

## NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 17, 2021

Signature: /s/Joseph Speetjens

## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 15, 2021 at the address(es) listed below:

Name	Email Address
Andrea Dobin	on behalf of Trustee Thomas Orr adobin@msbnj.com
Denise E. Carlon	on behalf of Creditor QUICKEN LOANS INC. dcarlon@kmlawgroup.com, bkgroup@kmlawgroup.com
Donald F. Campbell, Jr.	on behalf of Creditor Raymond Dietrich dcampbell@ghclaw.com 4433@notices.nextchapterbk.com
Donald F. Campbell, Jr.	on behalf of Creditor Air Technical Home Services LLC d/b/a Air Technical Services dcampbell@ghclaw.com 4433@notices.nextchapterbk.com
Gavin Stewart	on behalf of Creditor Toyota Motor Credit Corporation bk@stewartlegalgroup.com
James P. Berg	

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on behalf of Creditor World Business Lenders LLC s/h/a Axios Bank james.berg@piblaw.com, Daniel.schleifstein@piblaw.com

James P. Berg

on behalf of Creditor WBL SPO I LLC s/h/a Axios Bank james.berg@piblaw.com, Daniel.schleifstein@piblaw.com

Joseph Casello

on behalf of Debtor Carolyn E. Brown jcasello@cvclaw.net jcasello627@gmail.com

Joseph R Zapata, Jr

on behalf of Trustee Thomas Orr jzapata@msbnj.com

Thomas Orr

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Timothy P. Neumann

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Travis Graga

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akelly@kbtlaw.com;wsheridan@kbtlaw.com;saudino@kbtlaw.com;pschenke@kbtlaw.com

Travis Graga

on behalf of Interested Party Browns Gas Appliance and Furnace Service Inc. tgraga@kbtlaw.com  
akelly@kbtlaw.com;wsheridan@kbtlaw.com;saudino@kbtlaw.com;pschenke@kbtlaw.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

William M.E. Powers

on behalf of Creditor Wells Fargo Bank N.A. ecf@powerskirn.com

William M.E. Powers, III

on behalf of Creditor Wells Fargo Bank N.A. ecf@powerskirn.com

TOTAL: 16